AMENDMENTS TO THE CLAIMS

Please cancel claims 136, 140, 149, 154, 155, 209, 210, 212-214, 216, 219, 220, 223, 224 and 226 without prejudice.

Please amend claims 137, 138, 141-148, 150-153, 203-205, 217, 218, 221 and 225 as shown the following complete list of claims.

1.-136. (Canceled).

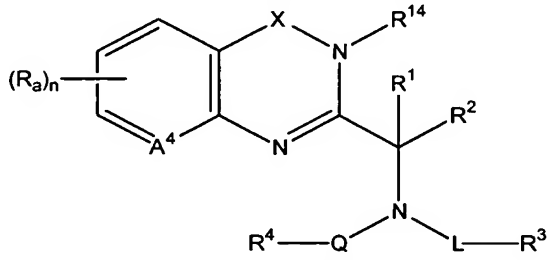
137. (Currently amended) The compound of Claim ~~136~~ 141, wherein X is –C(O)-.

138. (Currently amended) The compound of Claim ~~136~~ 141, wherein R^{14} is a substituted or unsubstituted phenyl.

139. (Previously presented) The compound of Claim 137, wherein R^{14} is a substituted or unsubstituted phenyl.

140. (Canceled).

141. (Currently amended) ~~The~~ A compound ~~of Claim 136,~~ having the formula:



or a pharmaceutically acceptable salt thereof wherein:

A^4 is N;

X is -C(O)- or $-CH_2-$;

R^1 and R^2 are members independently selected from the group consisting of H and (C_1-C_4)alkyl;

R^3 is a member selected from the group consisting of hydroxy, (C_1-C_8)alkoxy, amino, (C_1-C_8)alkylamino, di(C_1-C_8)alkylamino, (C_2-C_8)heteroalkyl, (C_3-C_9)heterocyclyl, (C_1-C_8)acylamino, amidino, guanidino, ureido, cyano, heteroaryl, $-CONR^9R^{10}$ and $-CO_2R^{11}$;

R^4 is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo(C_1-C_4)alkyl, halo(C_1-C_4)alkoxy, cyano, nitro and phenyl;

each R^9, R^{10} and R^{11} is independently selected from the group consisting of H, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, heteroaryl, aryl, heteroaryl(C_1-C_6)alkyl, heteroaryl(C_2-C_8)heteroalkyl, aryl(C_1-C_8)alkyl and aryl(C_2-C_8)heteroalkyl;

R^{14} is a substituted or unsubstituted member selected from the group consisting of phenyl, pyridyl, thiazolyl, thienyl and pyrimidinyl;

Q is -C(O)-;

L is (C_1-C_8)alkylene;

the subscript n is an integer from 0 to 4; and

each R_a is independently selected from the group consisting of halogen, -OR', -OC(O)R', -NR'R", -SR', -R', -CN, -NO_2, -CO_2R', -CONR'R", -C(O)R', -OC(O)NR'R", -NR"C(O)R', -NR"$C(O)_2$R', ,-NR'-C(O)NR"R"', -NH-$C(NH_2)$=NH, -NR'$C(NH_2)$=NH, -NH-$C(NH_2)$=NR', -S(O)R', -$S(O)_2$R', -$S(O)_2$NR'R", -N_3, -$CH(Ph)_2$, perfluoro(C_1-C_4)alkoxy and perfluoro(C_1-C_4)alkyl, wherein R', R" and R"' are each independently selected from the group consisting of H, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, unsubstituted aryl, unsubstituted heteroaryl, (unsubstituted aryl)-(C_1-C_4)alkyl and (unsubstituted aryl)oxy-(C_1-C_4)alkyl.

142. (Currently amended) The compound of Claim ~~136~~ 141, wherein R^{14} is selected from the group consisting of substituted phenyl, substituted pyridyl, substituted thiazolyl and substituted thienyl, wherein the substituents are selected from the group consisting of cyano, halogen, (C_1-C_8)alkoxy, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, $CONH_2$, methylenedioxy and ethylenedioxy.

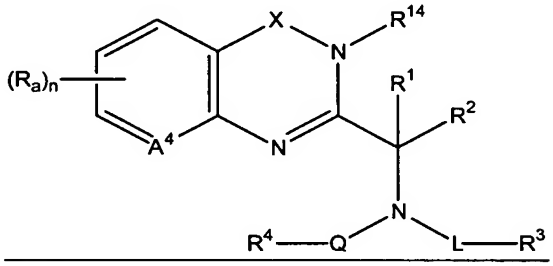
143. (Currently Amended) The compound of Claim ~~136~~ 151, wherein R^{14} is substituted phenyl, wherein the substituents are selected from the group consisting of cyano, halogen, (C_1-C_8)alkoxy, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, $CONH_2$, methylenedioxy and ethylenedioxy.

144. (Currently amended) The compound of Claim ~~136~~ 141, wherein ~~R^4 is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo(C_1-C_4)alkyl, halo(C_1-C_4)alkoxy, cyano, nitro and phenyl, and~~ R^{14} is substituted phenyl, wherein the substituents are selected from the group consisting of cyano, halogen,

$(C_1\text{-}C_8)$alkoxy, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl, $CONH_2$, methylenedioxy and ethylenedioxy.

145. (Currently amended) The compound of Claim ~~136~~ 141, wherein R^1 is selected from the group consisting of methyl, ethyl and propyl, and R^2 is hydrogen.

146. (Currently amended) ~~The~~ A compound ~~of Claim 136,~~ having the formula:



or a pharmaceutically acceptable salt thereof wherein:

A^4 is N;

X is -C(O)- or $-CH_2-$;

R^1 and R^2 are each methyl;

R^3 is a member selected from the group consisting of hydroxy, $(C_1\text{-}C_8)$alkoxy, amino, $(C_1\text{-}C_8)$alkylamino, di$(C_1\text{-}C_8)$alkylamino, $(C_2\text{-}C_8)$heteroalkyl, $(C_3\text{-}C_9)$heterocyclyl, $(C_1\text{-}C_8)$acylamino, amidino, guanidino, ureido, cyano, heteroaryl, $-CONR^9R^{10}$ and $-CO_2R^{11}$;

R^4 is a member selected from the group consisting of $(C_1\text{-}C_{20})$alkyl, $(C_2\text{-}C_{20})$heteroalkyl, heteroaryl, aryl, heteroaryl$(C_1\text{-}C_6)$alkyl, heteroaryl$(C_2\text{-}C_6)$heteroalkyl, aryl$(C_1\text{-}C_6)$alkyl and aryl$(C_2\text{-}C_6)$heteroalkyl;

each R^9, R^{10} and R^{11} is independently selected from the group consisting of H, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl, heteroaryl, aryl, heteroaryl$(C_1\text{-}C_6)$alkyl, heteroaryl$(C_2\text{-}C_8)$heteroalkyl, aryl$(C_1\text{-}C_8)$alkyl and aryl$(C_2\text{-}C_8)$heteroalkyl;

R^{14} is a substituted or unsubstituted member selected from the group consisting of phenyl, pyridyl, thiazolyl, thienyl and pyrimidinyl;

Q is -C(O)-;

L is $(C_1\text{-}C_8)$alkylene;

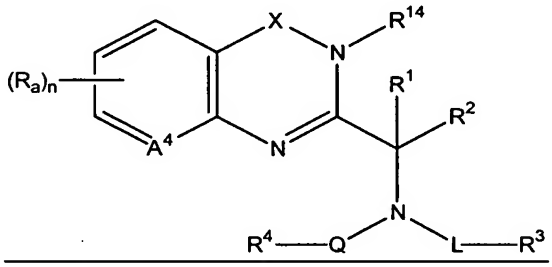
the subscript n is an integer from 0 to 4; and

each R_a is independently selected from the group consisting of halogen, -OR', -OC(O)R', -NR'R", -SR', -R', -CN, $-NO_2$, $-CO_2R'$, -CONR'R", -C(O)R', -OC(O)NR'R", -NR"C(O)R', $-NR"C(O)_2R'$, ,-NR'-C(O)NR"R"', $-NH\text{-}C(NH_2)=NH$, $-NR'C(NH_2)=NH$, $-NH\text{-}C(NH_2)=NR'$, -S(O)R', $-S(O)_2R'$, $-S(O)_2NR'R"$, $-N_3$, $-CH(Ph)_2$, perfluoro$(C_1\text{-}C_4)$alkoxy

and perfluoro(C_1-C_4)alkyl, wherein R', R" and R"' are each independently selected from the group consisting of H, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, unsubstituted aryl, unsubstituted heteroaryl, (unsubstituted aryl)-(C_1-C_4)alkyl and (unsubstituted aryl)oxy-(C_1-C_4)alkyl.

147. (Currently amended) The compound of Claim ~~136~~ 141, wherein L is (C_1-C_4)alkylene.

148. (Currently amended) ~~The~~ A compound ~~of Claim 136,~~ having the formula:



or a pharmaceutically acceptable salt thereof wherein:

A^4 is N;

X is -C(O)- or -CH_2- ;

R^1 and R^2 are members independently selected from the group consisting of H and (C_1-C_4)alkyl;

R^3 is a member selected from the group consisting of (C_1-C_8)alkoxy, (C_3-C_9)heterocyclyl and ~~heteroaryl~~ (C_1-C_8)acylamino;

R^4 is a member selected from the group consisting of (C_1-C_{20})alkyl, (C_2-C_{20})heteroalkyl, heteroaryl, aryl, heteroaryl(C_1-C_6)alkyl, heteroaryl(C_2-C_6)heteroalkyl, aryl(C_1-C_6)alkyl and aryl(C_2-C_6)heteroalkyl;

R^{14} is a substituted or unsubstituted member selected from the group consisting of phenyl, pyridyl, thiazolyl, thienyl and pyrimidinyl;

Q is -C(O)-;

L is (C_1-C_8)alkylene;

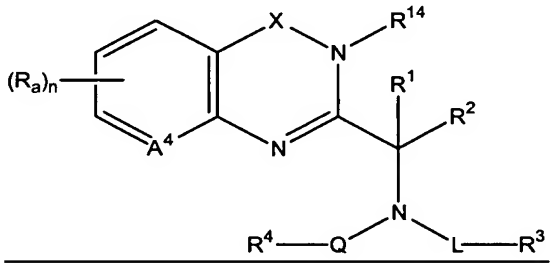
the subscript n is an integer from 0 to 4; and

each R_a is independently selected from the group consisting of halogen, -OR', -OC(O)R', -NR'R", -SR', -R', -CN, -NO_2, -CO_2R', -CONR'R", -C(O)R', -OC(O)NR'R", -NR"C(O)R', -NR"$C(O)_2$R', ,-NR'-C(O)NR"R"', -NH-$C(NH_2)$=NH, -NR'$C(NH_2)$=NH, -NH-$C(NH_2)$=NR', -S(O)R', -$S(O)_2$R', -$S(O)_2$NR'R", -N_3, -$CH(Ph)_2$, perfluoro(C_1-C_4)alkoxy and perfluoro(C_1-C_4)alkyl, wherein R', R" and R"' are each independently selected from the group consisting of H, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, unsubstituted aryl, unsubstituted heteroaryl, (unsubstituted aryl)-(C_1-C_4)alkyl and (unsubstituted aryl)oxy-(C_1-C_4)alkyl.

149. (Canceled).

150. (Currently amended) The compound of Claim ~~136~~ 141, wherein R^3 is heteroaryl ~~and R^4 is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo(C_1-C_4)alkyl, halo(C_1-C_4)alkoxy, cyano, nitro and phenyl~~.

151. (Currently amended) ~~The~~ A compound ~~of Claim 136,~~ having the formula:



or a pharmaceutically acceptable salt thereof wherein:

A^4 is N;

X is -C(O)- or $-CH_2-$;

R^1 and R^2 are members independently selected from the group consisting of H and (C_1-C_4)alkyl;

R^3 is selected from the group consisting of substituted or unsubstituted pyridyl and substituted or unsubstituted imidazolyl;

R^4 is a member selected from the group consisting of (C_1-C_{20})alkyl, (C_2-C_{20})heteroalkyl, heteroaryl, aryl, heteroaryl(C_1-C_6)alkyl, heteroaryl(C_2-C_6)heteroalkyl, aryl(C_1-C_6)alkyl and aryl(C_2-C_6)heteroalkyl;

R^{14} is a substituted or unsubstituted member selected from the group consisting of phenyl, pyridyl, thiazolyl, thienyl and pyrimidinyl;

Q is -C(O)-;

L is (C_1-C_8)alkylene;

the subscript n is an integer from 0 to 4; and

each R_a is independently selected from the group consisting of halogen, -OR', -OC(O)R', -NR'R", -SR', -R', -CN, $-NO_2$, $-CO_2R'$, -CONR'R", -C(O)R', -OC(O)NR'R", -NR"C(O)R', $-NR"C(O)_2R'$, ,-NR'-C(O)NR"R"', $-NH-C(NH_2)=NH$, $-NR'C(NH_2)=NH$, $-NH-C(NH_2)=NR'$, -S(O)R', $-S(O)_2R'$, $-S(O)_2NR'R"$, $-N_3$, $-CH(Ph)_2$, perfluoro(C_1-C_4)alkoxy and perfluoro(C_1-C_4)alkyl, wherein R', R" and R"' are each independently selected from the

group consisting of H, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, unsubstituted aryl, unsubstituted heteroaryl, (unsubstituted aryl)-(C_1-C_4)alkyl and (unsubstituted aryl)oxy-(C_1-C_4)alkyl.

152. (Currently amended) The compound of Claim ~~136~~ 141, wherein R^1 and R^2 are each independently selected from the group consisting of H, methyl and ethyl; R^{14} is phenyl; L is methylene, ethylene or propylene; and R^3 is selected from the group consisting of substituted or unsubstituted pyridyl and substituted or unsubstituted imidazolyl. ~~; and R^4 is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo(C_1-C_4)alkyl, halo(C_1-C_4)alkoxy, cyano, nitro and phenyl.~~

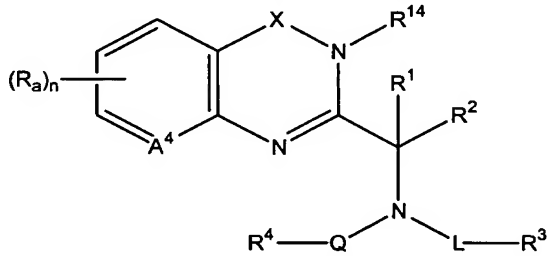
153. (Currently amended) A pharmaceutical composition comprising the compound of Claim ~~136~~ 141, 146, 148 or 151 and a pharmaceutically acceptable carrier or diluent.

154.-202. (Canceled).

203. (Currently amended) A method for the modulation of CXCR3 function in a cell, comprising contacting said cell with a compound of Claim ~~136~~ 141, 146, 148 or 151.

204. (Currently amended) A method for the modulation of CXCR3 function, comprising contacting a CXCR3 protein with a compound of Claim ~~136~~ 141, 146, 148 or 151.

205. (Currently amended) A compound having the formula:



or a pharmaceutically acceptable salt thereof wherein:

A^4 is N;

X is -C(O)- or $-CH_2-$;

R^1 and R^2 are members independently selected from the group consisting of H and (C_1-C_4)alkyl;

R^3 is a member selected from the group consisting of hydroxy, $(C_1$-$C_8)$alkoxy, amino, $(C_1$-$C_8)$alkylamino, di$(C_1$-$C_8)$alkylamino, $(C_2$-$C_8)$heteroalkyl, $(C_3$-$C_9)$heterocyclyl, $(C_1$-$C_8)$acylamino, amidino, guanidino, ureido, cyano, heteroaryl, $-CONR^9R^{10}$ and $-CO_2R^{11}$;

~~R^4 is a member selected from the group consisting of $(C_1$-$C_{20})$alkyl, $(C_2$-$C_{20})$heteroalkyl, heteroaryl, aryl, heteroaryl$(C_1$-$C_6)$alkyl, heteroaryl$(C_2$-$C_6)$heteroalkyl, aryl$(C_1$-$C_6)$alkyl and aryl$(C_2$-$C_6)$heteroalkyl;~~

R^4 is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo$(C_1$-$C_4)$alkyl, halo$(C_1$-$C_4)$alkoxy, cyano, nitro and phenyl;

each R^9, R^{10} and R^{11} is independently selected from the group consisting of H, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, heteroaryl, aryl, heteroaryl$(C_1$-$C_6)$alkyl, heteroaryl$(C_2$-$C_8)$heteroalkyl, aryl$(C_1$-$C_8)$alkyl and aryl$(C_2$-$C_8)$heteroalkyl;

R^{14} is substituted or unsubstituted aryl or heteroaryl;

Q is -C(O)-;

L is $(C_1$-$C_8)$alkylene;

the subscript n is an integer from 0 to 4; and

each R_a is independently selected from the group consisting of halogen, -OR', -OC(O)R', -NR'R", -SR', -R', -CN, $-NO_2$, $-CO_2R'$, -CONR'R", -C(O)R', -OC(O)NR'R", -NR"C(O)R', $-NR"C(O)_2R'$, ,-NR'-C(O)NR"R"', $-NH-C(NH_2)=NH$, $-NR'C(NH_2)=NH$, $-NH-C(NH_2)=NR'$, -S(O)R', $-S(O)_2R'$, $-S(O)_2NR'R"$, $-N_3$, $-CH(Ph)_2$, perfluoro$(C_1$-$C_4)$alkoxy and perfluoro$(C_1$-$C_4)$alkyl, wherein R', R" and R"' are each independently selected from the group consisting of H, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, unsubstituted aryl, unsubstituted heteroaryl, (unsubstituted aryl)-$(C_1$-$C_4)$alkyl and (unsubstituted aryl)oxy-$(C_1$-$C_4)$alkyl.

206. (Previously presented) The compound of Claim 205, wherein X is -C(O)-.

207. (Previously presented) The pharmaceutical composition of Claim 153, wherein X is -C(O)-.

208. (Previously presented) The pharmaceutical composition of Claim 153, wherein R^{14} is a substituted or unsubstituted phenyl.

209.-210. (Canceled).

211. (Previously presented) The pharmaceutical composition of Claim 153, wherein R^{14} is selected from the group consisting of substituted phenyl, substituted pyridyl, substituted thiazolyl and substituted thienyl, wherein the substituents are selected from the group consisting of cyano, halogen, $(C_1\text{-}C_8)$alkoxy, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl, $CONH_2$, methylenedioxy and ethylenedioxy.

212.-214. (Canceled).

215. (Previously presented) The pharmaceutical composition of Claim 153, wherein L is $(C_1\text{-}C_4)$alkylene.

216. (Canceled).

217. (Currently amended) The method of Claim ~~154~~ 203, wherein X is -C(O)-.

218. (Currently amended) The method of Claim ~~154~~ 203, wherein R^{14} is a substituted or unsubstituted phenyl.

219-220. (Canceled).

221. (Currently amended) The method of Claim ~~154~~ 203, wherein R^{14} is selected from the group consisting of substituted phenyl, substituted pyridyl, substituted thiazolyl and substituted thienyl, wherein the substituents are selected from the group consisting of cyano, halogen, $(C_1\text{-}C_8)$alkoxy, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl, $CONH_2$, methylenedioxy and ethylenedioxy.

222. (Previously presented) The method of Claim 221, wherein R^{14} is substituted phenyl, wherein the substituents are selected from the group consisting of cyano, halogen, $(C_1\text{-}C_8)$alkoxy, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl, $CONH_2$, methylenedioxy and ethylenedioxy.

223.-224. (Canceled).

225. (Currently amended) The method of Claim ~~154~~ 204, wherein L is $(C_1\text{-}C_4)$alkylene.

226. (Canceled).